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## MEMORANDUM

TO: Eden Bentley, Brevard County Attorney  
Frank Abbate, Brevard County Manager

FROM: Steven E. Miller, Esq.

DATE: April 26, 2021

RE: Review of Legal Documentation for the Brevard County Health Facilities  
Authority Refunding Revenue Bonds, Series 2021 (Buena Vida Estates Project)

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The Brevard County Health Facilities Authority (the "Authority") is proposing to issue tax-exempt private activity bonds (the "Bonds") for the benefit of Buena Vida Estates, Inc. and B.V. Assisted Living, Inc. (collectively, the "Borrower") in order to (i) refund the Authority's outstanding Revenue Note, Series 2016 (Buena Vida Estates, Inc.), (ii) finance the costs of constructing and equipping certain residential care facilities of the Borrower to be located in Brevard County, Florida, including 24 independent living units and related facilities to be located on Woodland Avenue in West Melbourne, Florida and capital improvements to existing facilities of the Borrower located on West New Haven Road in West Melbourne, Florida, and (iii) pay the costs of issuing the Bonds (collectively, the "Project"), as more particularly described in the materials provided by the Authority and included in the agenda package for the May 4, 2021 meeting of the Board of County Commissioners (the "BOCC"). Proceeds of the Bonds will be loaned to the Borrower to finance the Project. The Borrower will own and operate the Project and will be responsible for payment of debt service on the Bonds.

In order to comply with certain federal and state law requirements with respect to the issuance of private activity bonds such as the Bonds, a public hearing is required to be held with respect to the Project and the issuance of the Bonds and the BOCC is required to adopt a resolution providing limited approval of the issuance of the Bonds. The Authority held the required public hearing on March 17, 2021. You have asked Nabors, Giblin & Nickerson, PA, as Bond Counsel to the County, to review the documentation provided to the County by the Authority to ensure that it satisfies the applicable legal requirements and to confirm that the County has no obligation, financial or otherwise, with respect to the Project or the Bonds.

We have reviewed all of the relevant documentation and provided various comments to counsel for the Authority. Our comments have been addressed and, from the County's standpoint, all of the documentation provided is now legally sufficient. The resolution proposed to be adopted by the BOCC satisfies the pertinent federal and state law requirements and provides that neither the County nor any of the elected officials or staff of the County will have any obligation or liability, financial or otherwise, with respect to the Project or the Bonds.

cc: Christine Schverak  
Kathy Wall